

Date: - 18<sup>th</sup> April, 2023

To,  
The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata – 700 001

Dear Sir/Madam,

**Sub: Compliance Report on Corporate Governance for the 04<sup>th</sup> quarter and year ended March 31, 2023**

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (**Annexure I, II and IV**) for the 04<sup>th</sup> quarter and year ended March 31, 2023.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Please acknowledge the receipt of the same and take on record.

Yours faithfully,

**For Adinath Bio-Labs Limited**

**YAMINI**  
**GULERIA**

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Yamini Guleria  
Company Secretary cum Compliance Officer  
M. No: 50370  
Encl. As Above



## ANNEXURE I

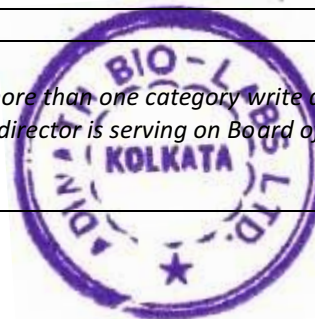
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Adinath Bio-Labs Limited

2. Quarter ending : 31<sup>st</sup> March, 2023

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/Non – Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No of Directorship in listed entities including this listed entity  (Refer Regulation 17 A (1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity  [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) Including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kishan Singh	PAN:DYFPS9437B DIN: 07526266	Whole Time Director	02/12/2017	02/12/2022		-	03/02/1983	2	1	2	0
Mr.	Shri Prakash	PAN:CCPPP7576K DIN: 07526354	Non-Executive Director (Chairman)	20/03/2018	12/09/2022		-	07/09/1984	1	0	2	0
Mr.	Manoj Kumar	PAN: BJEPK4202J DIN: 03083206	Non-Executive – Independent Director	01/10/2020			30	28/02/1984	3	3	6	0
Mrs.	Priti Abhay Vakhare	PAN: ASRPK9101H DIN: 09048290	Non-Executive – Independent Director	05/02/2021			26	05/09/1982	2	2	2	2
Mr.	Vivek Rana	PAN:AYQPR6603N	Chief Finance Officer	15/04/2019			NA	12/12/1978	-	-	-	-
Ms.	Yamini Guleria	PAN: BLJPG8054K	Company Secretary	12/08/2019			NA	11/03/1988	-	-	-	-
Whether Regular chairperson appointed						YES						
Whether Chairperson is related to managing director or CEO						NO						
<sup>§</sup> PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mrs. Priti Abhay Vakhare	Non-Executive - Independent Director (Chairperson)	05-02-2021	
		Mr. Shri Prakash	Non-Executive Director	20-03-2018	
		Mr. Manoj Kumar	Non-Executive - Independent Director	10-11-2020	
2. Nomination & Remuneration Committee	Yes	Mrs. Priti Abhay Vakhare	Non-Executive - Independent Director (Chairperson)	05-02-2021	
		Mr. Shri Prakash	Non-Executive Director	20-03-2018	
		Mr. Manoj Kumar	Non-Executive - Independent Director	10-11-2020	
3. Risk Management Committee (if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mrs. Priti Abhay Vakhare	Non-Executive - Independent Director (Chairperson)	05-02-2021	
		Mr. Shri Prakash	Non-Executive Director	20-03-2018	
		Mr. Manoj Kumar	Non-Executive - Independent Director	10-11-2020	

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

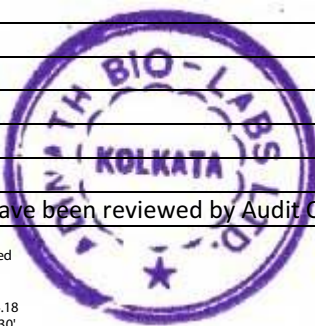
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
November 11, 2022	January 25, 2023	Yes	4	2	74 Days

\* to be filled in only for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee January 25, 2023	Yes – All Members Present	3	2	November 11, 2022	74 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  
\*\*to be filled in only for the current quarter meetings

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.  
For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**For Adinath Bio-Labs Limited**

**YAMINI**  
**GULERIA**

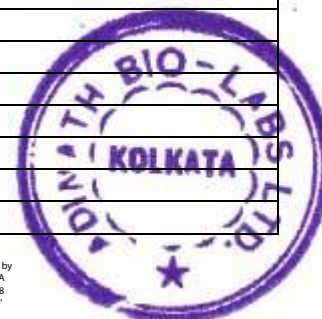
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**Yamini Guleria****Company Secretary cum Compliance Officer****M. No: 50370****Company Secretary and Compliance Officer / ~~Managing Director/Whole Time Director/ CEO /CFO~~****Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange	N.A.	
New name and the old name of the listed entity	N.A.	
Advertisement as per regulation 47(1)	Yes	
Credit rating or revision in credit rating obtained	N.A.	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend distribution policy as per Regulation 43A ( as Applicable)	N.A.	
It is certified that these contents on the websites of listed entity are correct	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of the Board</i>	17(11)	Yes
<i>Maximum numbers of Directorship</i>	17(A)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum for Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & 20(2A)	Yes
Meeting of Stakeholder Committee Meeting	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee Meeting	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related Party Transaction on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Directorship & Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration From Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Director	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA

**For Adinath Bio-Labs Limited**

**YAMINI  
GULERIA**

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**Yamini Guleria**

**Company Secretary cum Compliance Officer**

**M. No: 50370**

**Company Secretary and Compliance Officer / Managing Director/Whole Time Director/ CEO /CFO**

**Format to be submitted twice a year on a half yearly basis by listed entity at the end of every 6 months of the financial year**

1. Name of Listed Entity : **Adinath Biolabs Limited**  
 2. Half Year ending : **31<sup>st</sup> March, 2023**

## I. Disclosure of Loans / guarantees / comfort letters / securities etc.

## A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

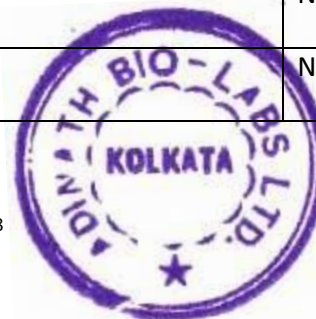
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

## B. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

VIVEK  
RANA

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C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

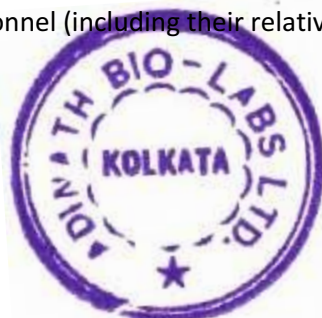
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**VIVEK**  
**RANA**  
Vivek Rana  
~~CEO~~ / CFO

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### Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.